

EXHIBIT 12

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

☒ Filed by the Registrant

☐ Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under Rule 14a-12



Bed Bath & Beyond Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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voting roadmap

PROPOSAL 1































election of directors





The Board recommends a vote **FOR** each director nominee

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our director nominees at-a-glance

	Name, Age and Primary Occupation	Independent	# of other Current Public Company Directorships	Director Since	Committees		
					A	P	N
	Harriet Edelman, 66 (Chair) Vice Chair, Emigrant Bank		2	2019			
	Mark J. Tritton, 58 President and Chief Executive Officer, Bed Bath & Beyond Inc.		1	2019			
	Marjorie Bowen, 57 Private investor and public company director		1	2022			
	Sue E. Gove, 63 President, Excelsior Advisors, LLC		2	2019	 		
	Jeffrey A. Kirwan, 55 Chairman, Maurices Inc.		0	2019			
	Shelly Lombard, 62 Private investor, independent consultant and public company director		1	2022			
	Benjamin Rosenzweig, 37 Partner, Privet Fund Management LLC		2	2022			
	Joshua E. Schechter, 49 Private investor and public company director		2	2019	 		
	Minesh Shah, 48 Chief Operations Officer, Stitch Fix, Inc.		0	2022			
	Andrea M. Weiss, 67 Founding Partner, The O Alliance, LLC; Chief Executive Officer and Founder, Retail Consulting Inc.		3	2019	 		
	Ann Yerger, 60 Advisor, Spencer Stuart North America Board Practice		0	2019			

A Audit Committee
P People, Culture and Compensation Committee
N Nominating and Corporate Governance Committee
 Committee Chair
 Audit Committee Financial Expert

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